



GS1 UK Annual General Meeting

Minutes of the thirty-seventh Annual General Meeting held at the Royal College of General Practitioners, 30 Euston Square, London NW1 2FB on 12 November 2013 at 4.30pm

Members Present	Represented by
1 WorldSync	David Lyon
A & S Cairns	Andrew Cairns
A & S Cairns	Sajmira Cairns
Atlas Products International Ltd	Michael Latimer
Axicon Auto ID Limited	Martin Morrison
Axicon Auto ID Limited	Michael Hicks
Barry M Cosmetics Ltd	Eric Gimber
Beiersdorf UK Ltd	Jeff Roycroft
Board Strategies	Lee Tate
Brandbank	Ed Collins
Brandbank	Tomek Kapuscinski
Cedar Bay (Europe) Ltd	Bruce Mills
Citizen Systems Europe	Mark Beauchamp
Citizen Systems Europe	Jon Trippett
Commerce-Connections Ltd	Sharon Lamb
Commerce-Connections Ltd	David Robinson
Commerce-Connections Ltd	Lawrence Gueng
Data Interchange Plc	Paul Oppenheimer
Datalinx Computer Systems Ltd	Melvin Fletcher
Datalinx Computer Systems Ltd	James Percy
Domino UK Ltd	David Bywater
EDIMatrix Limited	Chris Johnson
H J Heinz & Co Ltd	Jane Carnegie
Howarth Timber Group Ltd	John Stokes
Innovit Europe Ltd	Bang Chau
Innovit Europe Ltd	Steve Tilbury
Intuit Ltd	Julia Kessler
KP Snacks Limited	Lisa Beattie
La Maison des Sorbets Foods Ltd	Tina Hilder
Memory Lane Cakes Ltd	Simon Watts
Mobilize Systems Ltd	Hugh Cockwill
Mondelez Europe Services GmbH - UK Branch	Marcus Dunsmore
Mondelez Uk	Phil Bach
Nestle UK Limited	Joanne Morgan
Nestle UK Limited	Ken Stephens
Nica Ltd.	Stefan Hesse
P&G	Monique Picou



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Quantum Drinks Group Ltd	Mark Mitchell
Quantum Drinks Group Ltd	Paul Dowling
R&R Ice Cream UK Ltd	Jon Bemrose
Sainsbury's Supermarkets Ltd	Rob Fraser
Tom McGuffog	Tom McGuffog
Transalis Ltd	Adam Swanson
Unilever UK Limited	Anna Lane
Unilever UK Limited	Richard Sadler
Value Chain Vision	Peter Jordan
Viva Nutrition Limited	Vivian Ibekwe
Whitby Seafoods Ltd	Susan Crow
Zebra Technologies Europe Ltd	Wayne Miller

Guests	
Lord Hunt	
Jon Owen Jones	
Chris Poole	
Eric Kirby	Circle Square Consulting

In attendance	
James Spittle	GS1 UK Chairman
Gary Lynch	GS1 UK Chief Executive
Dave Crapnell	GS1 UK Finance and IS Director
Andrew Osborne	GS1 UK Chief Technical Officer & Company Secretary
Mary Manning	GS1 UK Minutes Secretary

Introduction
<p>Mr James Spittle (GS1 UK Chairman) took the chair. He welcomed members to the 37th Annual General Meeting of GS1 UK Limited and noted that the meeting was quorate. By participating in this meeting members agreed to abide by GS1 UK's Competition Policy which had been printed in the Calling Notice and made available at the meeting.</p> <p>In accordance with the resolution passed at the 2007 Annual General Meeting, the Calling Notice for the 2013 Annual General Meeting had been made available to members electronically via the GS1 UK Website. Members had been notified of its availability by email. Members who had opted out of electronic communications had been sent a link to the Calling Notice displayed on the website. As part of this process, members had been invited to appoint proxies online.</p> <p>With the consent of the members present, the notice of the meeting was taken as read.</p>



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1	To approve the minutes of the thirty-sixth Annual General Meeting held on Tuesday 13 November 2012
<p>The draft minutes of the 36th Annual General Meeting had been made available to members on the GS1 UK website.</p>	
Proposed	Peter Jordan – Value Chain Vision
Seconded	John Stokes - Howarth Timber Group Ltd
<p>The minutes of the thirty-sixth Annual General Meeting were approved by a show of hands as a true and accurate record.</p>	
2	To receive and adopt, if thought fit, the Financial Statements for the year ended 30 June 2013
<p>The Financial Statements for the year ended 30 June 2013 had been made available on the company website and copies had been distributed at this meeting.</p> <p>Mr Crapnell presented a summary of the financial statements for the year ended 30th June 2013. He noted that there are increasing signs that the UK economy is improving, however the period under review precedes these positive signs. He reported that membership saw an increase of 7.5% and confirmed that the organisation had closed the year in a sound financial position. Income, which grew by 9%, has two main streams: membership / licence fees and services income. Significantly, services income had hit £1m during the period for the first time.</p> <p>He went on to highlight a one-off expenditure which merited further explanation. The Board had reviewed the carrying value of its online systems and had concluded that a write-down of just over £500k was appropriate.</p> <p>He also reported that the reserves figure maintained by the organisation was set by the Supervisory Board, with a target to keep these within a range of 35% to 45%, and by the end of the financial year, they were at 38%, so comfortably within that range.</p> <p>Mr Crapnell concluded by saying that over the period, more UK institutions had benefitted from GS1 UK services, licence fees had been maintained at the same price and that the organisation remains healthy in financial terms.</p> <p>No questions were raised.</p>	
Proposed	Rob Fraser – Sainsbury’s Supermarkets Ltd
Seconded	Robin Kidd – Nestlé
<p>By a show of hands it was resolved that the Financial Statements for the year ended 30 June 2013 be received and adopted.</p>	
3	To re-appoint Kingston Smith LLP as auditors and to authorise the Supervisory Board to fix their remuneration
<p>The Chairman informed the meeting that Kingston Smith had confirmed their willingness to continue to act as Auditors for GS1 UK.</p>	
Proposed	Rob Fraser – Sainsbury’s Supermarkets Ltd
Seconded	Peter Jordan – Value Chain Vision
<p>By a show of hands, it was resolved that Kingston Smith LLP be reappointed as auditors and that the Supervisory Board be authorised to fix their remuneration.</p>	



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4	To elect Officers of the Association following the nominations for President and Vice Chairman prepared by the Supervisory Board
<p>Mr Spittle reported that the organisation had not had a President for a number of years, that the Supervisory Board had discussed the matter and decided that it would benefit GS1 UK to have a President again. He said that he was delighted that Lord Hunt had agreed to stand and that the Board recommended him for the role.</p>	
Proposed	Rob Fraser – Sainsbury’s Supermarkets Ltd
Seconded	Peter Jordan – Value Chain Vision
<p>By a show of hands it was resolved to appoint Lord Hunt as President of GS1 UK. The Chairman congratulated the candidate.</p>	
<p>Mr Spittle also reported that due to a new role within Tesco, Supervisory Board Vice Chairman Richard Copperthwaite was no longer able to serve and was therefore stepping down. The Supervisory Board recommends Marcus Dunsmore for the role of Vice Chairman. Marcus has served for a number of years on the Board and his considerable experience make him ideally suited for the role.</p>	
Proposed	Robin Kidd – Nestlé
Seconded	Monique Picou – P&G
<p>By a show of hands it was resolved to appoint Marcus Dunsmore as Vice Chairman of GS1 UK. The Chairman congratulated the candidate.</p>	
5	To elect the Staff Director
<p>Mr Spittle advised that the current Staff Director Andrew Osborne had completed his second term of three years and is required to stand down under Article 24 (b) and that he was pleased that Andrew had agreed to stand for a further term of three years.</p>	
Proposed	Peter Jordan – Value Chain Vision
Seconded	Marcus Dunsmore - Mondelēz
<p>By a show of hands it was resolved to appoint Mr Andrew Osborne for a further term. The Chairman congratulated the candidate.</p>	
6	To elect the Non-executive Directors of the Supervisory Board
<p>Mr Spittle explained that there was an unusually high number of vacancies on the Board this year due in large part to members changing roles and no longer being able to commit time to the Board. He explained that John Macfarlane had left in June, and also stepping down were Chris Wilber, Lawrence Hutter, Chris Poole and Duncan Lennard. Neal Austin had been co-opted to fill a vacancy during the year and is seeking election at this AGM. A seventh vacancy is created on the Board by Marcus Dunsmore taking on the role of Vice Chairman.</p> <p>Mr Spittle suggested that, as there were 8 candidates to fill the 7 vacancies, it would be difficult to run the voting on a show of hands and he asked the members if they objected to this vote being held as a poll vote. No members objected and Mr Spittle asked all members present and entitled to vote to complete the forms they had been given upon registration to indicate which candidates they would like to vote for.</p> <p>He suggested that while the votes were being counted, the meeting continue with its remaining business and that the successful candidates be announced towards the end of the meeting.</p>	



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7	<p>To approve the following SPECIAL RESOLUTION: To adopt amendments to the Articles of Association, as set out in the Calling Notice, relating to changes to objects clause (3) and Article (5).</p>
<p>Andrew Osborne explained that earlier in the year, the global organisation had considered getting involved in identification of financial instruments which does not use GS1 standards. It had become clear that, if GS1 UK also wished to become involved, it would not be permitted to do so, as the Articles allow involvement only in GS1 standards. After taking legal advice, a recommendation was made that the Articles be amended in the manner set out in the Calling Notice. Gary Lynch clarified that such involvement in non-GS1 standards would only be permitted upon the Board satisfying itself that GS1 UK members would benefit.</p> <p>Peter Jordan asked if this meant that GS1 UK could only be involved in non-GS1 standards if the global organisation was also involved or if GS1 UK could take its own initiatives in this regard. Andrew explained that GS1 UK is able to proceed as it wishes in terms of any such involvement. Gary Lynch further clarified that any such involvement would never conflict with GS1's existing standards.</p>	
Proposed	Rob Fraser – Sainsbury's Supermarkets Ltd
Seconded	Peter Jordan – Value Chain Vision
By a show of hands it was resolved to adopt the proposed amendments.	
8	<p>To approve the following SPECIAL RESOLUTION: To adopt amendments to the Articles of Association, as set out in the Calling Notice, relating to changes to Article 51 and Article 21.</p>
<p>Andrew Osborne explained that the existing provisions in the GS1 UK Articles in relation to the way in which members may put motions to the meeting was contrary to company law and therefore unenforceable. By removing Article 51 and the reference to that article in Article 21, members may rely on the provisions of the Companies Act instead.</p>	
Proposed	Paul Oppenheimer - Data Interchange Plc
Seconded	Hugh Cockwill - Mobilize Systems Ltd
By a show of hands it was resolved to adopt the proposed amendments.	
9	<p>To approve the following SPECIAL RESOLUTION: To adopt amendments to the Articles of Association, as set out in the Calling Notice, relating to the composition of the Supervisory Board</p>
<p>Andrew Osborne explained that a new rule was implemented at the General Assembly of GS1 in May 2013, which requires that all Member Organisations must have a Board which is composed mostly of users of the GS1 system. The amendments to the Articles proposed as a special resolution to the meeting formalise this rule and members in a general meeting will need to take account of this requirement when voting for the various candidates standing for election to the Supervisory Board.</p> <p>Robin Kidd asked whether solution providers would however still be welcome on the Board, to which Andrew Osborne replied that they would, and Jim Spittle emphasised how useful it is to have representatives from solution providers on the Supervisory Board.</p>	
Proposed	Paul Oppenheimer - Data Interchange Plc
Seconded	Hugh Cockwill - Mobilize Systems Ltd
By a show of hands it was resolved to adopt the proposed amendments.	



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10 To receive reports from the Chairman and the Chief Executive on the Association's activities and progress since the last Annual General Meeting

The Chairman stated that signs were much clearer that the UK economy is improving. He reported that ambitious targets for sustained growth and services were being set, in particular in relation to omni-channel, which is an important area for GS1 UK to play a role and the Board will be observing this area with great interest over the coming year. Mr Spittle said it was also important to mention the NHS and said he was very confident that GS1 UK can support efficiency drives through adoption of GS1 standards. For the first time, the Department of Health has mandated the use of GS1 standards through e-procurement. He thanked the Health team at GS1 UK and reported that it had been a long, but determined journey to get to this point and there are still many challenges to look forward to over the coming years.

Mr Spittle was delighted to report that GS1 UK had achieved or surpassed 4 out of 5 of its goals and thanked the team at GS1 UK for its hard work.

The Chairman then invited Gary Lynch, Chief Executive, to present his report.

Mr Lynch stated that growing membership numbers was one target, however it was also very important to drive greater adoption of GS1 standards among existing users. Through GS1 UK's work with Cranfield University, it has been possible to develop accurate value calculators, which give a clear picture of the cost savings gained by use of GS1 standards, such as almost £9.2 billion per year savings to the UK retail industry through barcodes encoded with a GTIN, £1.7 billion savings in the Grocery sector through EDI and the NHS which is set to save £1.2 billion by adopting GS1 standards.

15.6% saturation has been achieved and this sets a benchmark; the target for the coming year is a saturation level of 19.1%. There a number of ways GS1 UK hopes to achieve this, for example it is working closely with ECR to drive adoption, it tracks value for retailers and suppliers and makes sure there is a common language. The organisation is also actively involved in food waste reduction, primarily via expiry date management. GS1 UK also hired a number of people over the past months who all have solid industry-facing experience and this is beginning to pay off. And of course, the NHS: it has been 11 years in the making to achieve a mandated requirement of GS1 standards. In the US and Europe similar approaches are being worked on and GS1 UK staff are involved nationally and globally.

With reference to the Food Information Regulations, GS1 UK is also working towards achieving a consistent approach not only in the UK, but in Europe and globally. And it is also engaged in developing and eventually adopting GS1 standards on the web. Globally, the UK is participating in a strategic review and is also now, for the first time, represented on the global Management Board.

Mr Lynch also reported that GS1 has been celebrating its 40th anniversary. Additionally, the UK continues to support its charity, the Food Chain, and in a number of ways, including cycling from London to Brussels, helping out in the kitchen and dedicating experienced resources, GS1 UK staff have raised in excess of £13k for them over the past year.

Mr Spittle then asked if any members had any questions and there being none, he moved on to announce the results of the election of the non-executive directors. **The following candidates were duly elected:**

- Neal Austin
- Andrew Cairns
- Kathy Farndon
- Stefan Hesse
- Mark Jones
- Keith McLeod
- Richard Sadler



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Mr Spittle congratulated those who were elected and expressed his commiserations for the candidate who was not elected.

Mr Spittle then explained that life memberships were awarded on an infrequent basis, but that he was delighted to announce to the membership that the Supervisory Board had agreed to award 3 this year.

He then awarded a life membership certificate to Robin Kidd from Nestlé, who was present at the meeting and explained that the other 2 were being awarded to Richard Copperthwaite from Tesco and to John Macfarlane from Unilever. All three are being recognised for the considerable commitment they have made and the support they have shown to GS1 over the years.

11 To transact any other competent business

No other business was raised.

12 Date of the next Annual General Meeting and Close of Meeting

The provisional date of the next Annual General Meeting is Tuesday 11th November 2014.

The meeting closed.